Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Mid-State Automotive Distributors, Inc. 485 Craighead Avenue Nashville, TN 37204	115-15-006	Owner

This instrument prepared by: Boult, Cummings, Conners & Berry (APC)
222 Third Avenue, North, P.O. Box 198062, Nashville, TN 37219

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, the Genesco Restricted Investments Pension Trust (the "Grantor"), has bargained and sold, and by these presents does transfer and convey to Mid-State Automotive Distributors, Inc. (the "Grantee"), Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by this reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real estate taxes for the current year which have been prorated between the parties.

2. License Agreement dated December 14, 1971 with Rivers Advertising Co., predecessor to Lamar Advertising of Tennessee, Inc., as Licensee of record in Book 4576, page 798, Register's Office for Davidson County, Tennessee.

3. Sign Lease Agreement dated July 29, 1982, with National Advertising Company as lessee, of record in Book 5991, page 149, said Register's Office.

4. Title to that portion of the premises, if any, embraced within the charter right-of-way of the L & N Railroad.

5. Permanent and temporary easements for drainage, slope and construction purposes were granted Metropolitan Government of Nashville and Davidson County, Tennessee, by deed from Moore-Handley,

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $1,625,000.00.

W. W. Sloan
Affiant

Subscribed and sworn to before me this 1st day of May, 1990.

Ann Reed Cargile
Notary Public
My Commission Expires: 11-12-90

Incorporated, of record in Book 4463, page 725, Register's Office for Davidson County, Tennessee.

6. Easement for single spur railroad track for a roadbed 16 feet in width, said easement not to exceed 36 feet in width at any point, granted General Shoe Corporation by James E. Malone and wife, of record in Book 1488, page 265, Register's Office for Davidson County, Tennessee, and referred to in deed to Moore-Handley Hardware Company, Inc., of record in Book 1630, page 293, Register's Office for Davidson County, Tennessee.

7. Easement for public utilities as referred to in deed from James E. Malone and wife, to Moore-Handley Hardware Company, Inc., of record in Book 1630, page 293, Register's Office for Davidson County, Tennessee.

This is improved property, known as 492 Craighead Avenue, Nashville, Tennessee 37204.

TO HAVE AND TO HOLD the Property with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple; that Grantor has a good right to convey the Property, and that the Property is unencumbered except as set forth hereinabove.

Grantor further covenants and binds itself to warrant and forever defend the title to the Property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the Grantor has executed this Deed this 1st day of May, 1990.

GENESCO RESTRICTED INVESTMENTS PENSION TRUST

By: _____
M.S. Wigginton, Trustee

By: _____
W.W. Sledge, Trustee

By: _____
Edward W. Graham, Jr., Trustee

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, Ann Peldo Cargile, Notary Public, M.S. Wigginton, Trustee, with whom I am personally acquainted, and who acknowledged that he is Trustee of the Genesco Restricted Investments Pension Trust and that he executed the within instrument for the purposes therein contained on behalf of said trust.

WITNESS my hand, at office, this 1st day of May, 1990.

Ann Peldo Cargile
Notary Public

My Commission Expires: 11-12-90

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, Ann Peldo Cargile, Notary Public, W.W. Sledge, Trustee, with whom I am personally acquainted, and who acknowledged that he is Trustee of the Genesco Restricted Investments Pension Trust and that he executed the within instrument for the purposes therein contained on behalf of said trust.

WITNESS my hand, at office, this 1st day of May, 1990.

Ann Peldo Cargile
Notary Public

My Commission Expires: 11-12-90

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, Ann Peldo Cargile, Notary Public, Edward W. Graham, Jr., Trustee, with whom I am personally acquainted, and who acknowledged that he is Trustee of the Genesco Restricted Investments Pension Trust and that he executed the within instrument for the purposes therein contained on behalf of said trust.

WITNESS my hand, at office, this 1st day of May, 1990.

Ann Peldo Cargile
Notary Public

My Commission Expires: 11-12-90

WP:APCwdGRTC

Land in the 6th Civil District of Davidson County, Tennessee, being part of Lot No. 1 on the Plan of the Lands of W.W. Berry, as of record in Book 421, page 26, Register's Office for said County, and described according to a copy of a survey thereof made by Barge, Waggoner, Sumner & Cannon, Engineers, dated March 15, 1972, as follows:

BEGINNING at the northeasterly intersection of Craighead Avenue, and the L. & N. Railroad right of way; thence along said Railroad right of way, and with a slight curve to the left having a radius of 8,627.42 feet and a central angle of 4°21'21" a length of 655.84 feet and a chord bearing and distance of North 04°40'56" West 655.74 feet to a point in the southwest corner of the tract of land conveyed to the United States of America by deed of record in Book 1629, page 351, Register's Office; thence along the south line of said tract, North 82°40' East 287.8 feet to a point in the line of the property conveyed to The Nashville Housing Authority, (Vine Hill Project), by deed of record in Book 1181, page 84, Register's Office; thence with the line of the said Nashville Housing Authority property, and along a fence South 85°04'36" East 105.04 feet to an existing fence post in the westerly line of the land conveyed to National Life & Accident Insurance Company by deed of record in Book 1785, page 337, Register's Office; thence along the westerly line of the said National Life & Accident Insurance Company property, South 04°55'55" East 521.87 feet to a point which is North 04°55'55" West 21 feet from an existing concrete monument and being at the northeast corner of the property that was conveyed to W.E. Lunn and wife, by deed of record in Book 1972, page 429, Register's Office; thence along Lunn's north line, South 85°11'16" West 100 feet to a point; thence South 05°04'44" East 190.68 feet to a point in the northerly right of way of Craighead Avenue; as now widened, being Lunn's southwest corner; thence along the north right of way of Craighead Avenue, as widened, North 83°56'24" West 300.96 feet to the point of beginning, containing 5.80 acres, more or less.

TOGETHER with all right, title and interest of the Grantor herein in and to those easements conveyed to the Grantor and conveyed to other parties, by instrument of record in Book 1630, page 294, said Register's Office.

Being the same property conveyed to M.S. Wigginton and W.W. Sledge, Trustees of the Genesco Restricted Investments Pension Trust by deed from Orange Harpeth Co., Inc. of record in Book 6985, page 581, Register's Office for Davidson County, Tennessee.

Appurtenant Easements

Easement #1:

Created by instrument of record in Book 1488, page 265, Register's Office for Davidson County, Tennessee, and described as follows: An easement for a roadway running from the southwest corner of the tract herein described to Craighead Avenue, across the land immediately south of the land hereinabove described, which land is likewise owned by the said James E. Malone, and which easement is for roadway purposes and is described as follows:

Beginning at a point in the southerly margin of Craighead Avenue, 400 feet east of the easterly line of the Louisville & Nashville Railroad; thence North 5 deg.2[illegible] West 200 feet to the most southwesterly corner of the land above described; thence South 53 deg. 21' East to a point; thence southerly parallel to and 50 feet distant from the westerly line, to a point in the north margin of Craighead Avenue, thence with the margin of the same North 84 deg. 18' West 50 feet to the beginning.

Easement #2:

Created by instrument of record in Book 1488, page 265, Register's Office for Davidson County, Tennessee, and described as follows: An easement for roadway purposes across the northwest corner of the tract of 9.149 acres, 30 feet in width running easterly along the north line or near the north line of said tract 9.149 acres from the land of said James E. Malone lying west of the tract of 9.149 acres to an unnamed 27-foot roadway which is shown on the plan of the Defense Housing Project, Tennessee No. 40011, the west line of said roadway, being located in the north line of the property of James E. Malone herein being conveyed to General Shoe Corporation and 400 feet east of the Louisville & Nashville Railroad, said easement for roadway purposes 30 feet in width being reserved to the said James E. Malone for the use and benefit of his heirs and assigns, and being a permanent easement for roadway purposes, the center line of the south terminus of the said roadway being located approximately 95.7 feet east of the northwest corner of the tract of 9.149 acres herein conveyed.

Easement #3:

Created by instrument of record in Book 1585, page 598, Register's Office for Davidson County, Tennessee and described as follows: Beginning at an iron pin, the northeast corner of the land above described and running with the north line of the land above described, westerly 30.04 feet to a point and southerly 22.64 feet at an angle 86° 52' to the beginning of a curve; thence around said curve southeasterly, said curve having a radius of 30 feet as taken from a point 21 feet south of the iron pin at the northeast corner of the land above described, a total distance around said curve being 25.95 feet, and continuing southeasterly 22.5 feet to the east line of the tract above described; thence with the east line of same north 5 deg. 18' west 37.5 feet to an iron pin and north 8 deg. 52' west 21 feet to the beginning.

Together with the privilege of erecting or building any retaining walls on said reserved strip (easement) to properly hold a road bed.

Easement #4:

Created by instrument of record in Book 1629, page 351, Register's Office for Davidson County, Tennessee and described as follows: An easement for the installation and use of spur railroad tracks upon a strip of said parcel 10 feet wide and 60 feet long bounded on the west by the Louisville and Nashville right-of-way property which is the western boundary of the parcel (fee tract) herein conveyed.

2346 b

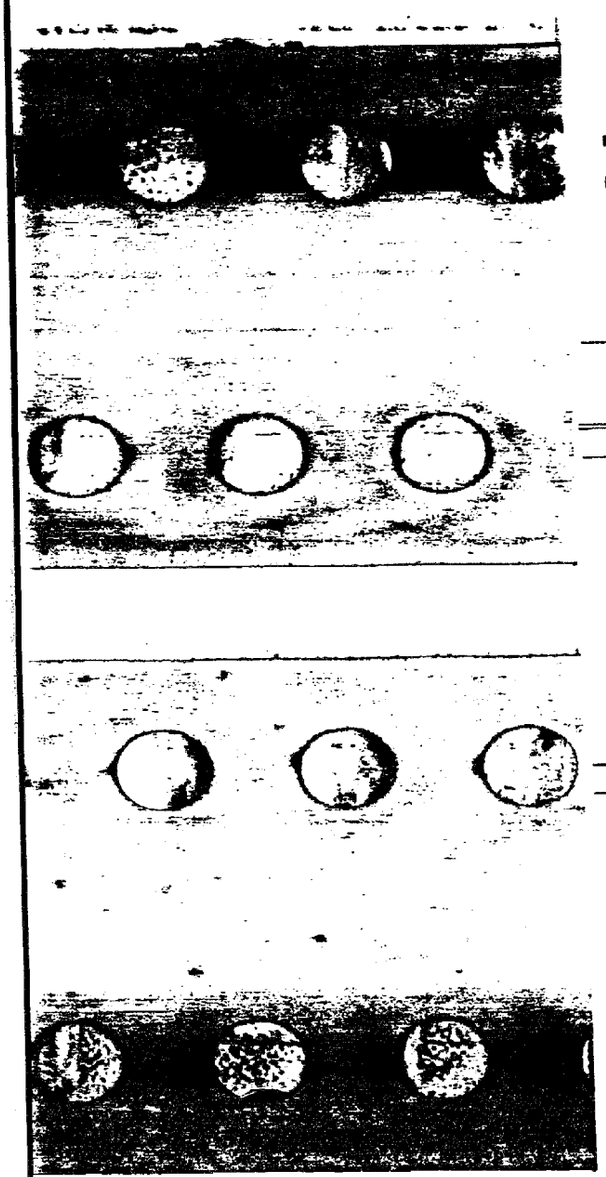
IDENTIFICATION REFERENCE

MAY 2 12 34 PM '90

DAVIDSON COUNTY, TN

SEND TO: CHECK 01 03/02/90

5278.50



OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 8101 PAGE 11

CO - CONVEYANCE
MO - MORTGAGE
WD - WARRANTY DEED
TD - TRUST DEED

CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE

MISC - MISCELLANEOUS
CO TX - STATE TAX CONVEY
MO TX - STATE TAX MORT
PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
			CAMT	
				1625000.00
			CON TX	5362.50
			PRFEE	1.00
			WDEED	15.00
			TOTAL	5378.50
			CHECK	5378.50
05/02/90	01	12:34	0001	8185

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

23466

IDENTIFICATION REFERENCE

MAY 2 12 34 PM '90

FELIX Z. WILSON, II
DAVIDSON COUNTY, TN

No. 315680